

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDING CORPORATION, *et al.*

Chapter 11

Case No. 18-23538-rdd

Jointly Administered

Debtors.

**DECLARATION OF AKIVA ELAZARY IN SUPPORT OF OBJECTION OF
SHILLINGTON PLAZA, LLC TO TRANSFORM HOLDCO LLC'S NOTICE OF
ASSUMPTION AND ASSIGNMENT OF ADDITIONAL DESIGNATABLE LEASES**

I, Akiva Elazary, declare:

1. I am First Vice President of Investments and Asset Management at The Lightstone Group LLC ("Lightstone"), the managing agent for Shillington Plaza, LLC (the "Creditor"), a creditor of the above-captioned Debtors (the "Debtors" and each a "Debtor") with respect to the following premises (the "Premises"):

<u>Creditor</u>	<u>Shopping Center</u>	<u>Location</u>	<u>Store #</u>
Shillington Plaza, LLC	Shillington Plaza	Shillington, PA	3136

2. I joined Lightstone in 2003 have held the title of First Vice President of Investments and Asset Management for five years. In this capacity, I am responsible for all investment activity in the retail sector, as well as overseeing the development and execution of ownership's strategy for Lightstone's shopping center portfolio and am familiar with Lightstone's asset portfolio, documents, and business records.

3. This declaration is being submitted in support of the concurrently filed (i) *Objection of Shillington Plaza, LLC to Transform Holdco LLC's Notice of Assumption and Assignment of Additional Designatable Leases* and (ii) *Supplemental Cure Objection of Shillington Plaza, LLC to Transform Holdco LLC's Notice of Assumption and Assignment of Additional Designatable Leases* with respect to the proposed assumption and assignment of a

lease (the "Lease")¹ for the Premises between the Creditor, on one hand, and a Debtor, Kmart Corporation ("Kmart"), on the other hand, to Transform Operating Stores LLC, which, upon information and belief, is an affiliate of Transform Holdco LLC (the "Buyer"), and affiliate of ESL Investments, Inc.

4. As a result of my position, I (and those working under my direction) have access to, and am one of the custodians of, records of Lightstone as those books, records, and files relate to the use and occupancy of the Premises. If called upon to testify in this proceeding as to the matters set forth in this declaration, I could and would competently testify thereto since the facts set forth herein are personally known to me to be true, except as to matters stated to be upon information and belief, which matters I believe to be true.

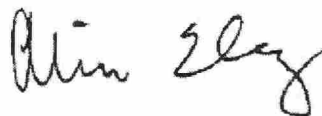
5. Shillington Plaza is a shopping center consisting of approximately 145,600 square feet of retail space located at 1 Parkside Avenue, Reading, Pennsylvania. The shopping center is occupied primarily by tenants engaged in the commercial retail distribution of goods, has shared parking areas, common area maintenance, common hours, and includes contiguous stores with a strategic tenant mix. Purposefully developed as a shopping center, Shillington Plaza is anchored by Kmart and currently also has tenants Grocery Outlet, Dollar Tree, Wells Fargo Bank, Julie Nails, Hope Outlet, Holiday Hair, and Tri Beer Shoppe. A copy of various shopping center maps are attached hereto as Exhibit 1 and incorporated herein by reference.

6. As of the filing of this declaration, \$76,595.83 is owed by Kmart to the Creditor under the terms of the Lease. Attached as Exhibit 2 is a summary reflecting this outstanding amount. The amount due under the Lease constantly varies, including when expenses accrue but are not yet billed.

¹ The Lease will be made available upon request to the Creditors' counsel.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
and correct.

Dated: May 2, 2019
New York, New York

A handwritten signature in black ink, appearing to read "Akiva Elazary", written above a horizontal line.

AKIVA ELAZARY